

HELM-PACIFIC LEASING

JOINT VENTURE

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

VIA AIR COURIER

May 5, 1997

RECORDATION NO. 19286 FILED *B*

MAY 5 '97 2-14 PM

Mr. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

Dear Mr. Williams:

Enclosed are three (3) originals of Memorandum of Amendment of Lease of Railroad Equipment dated as of February 1, 1997 ("~~Memorandum~~") to the Lease of Railroad Equipment dated as of November 1, 1994, as amended, between the following parties:

Lessor: Helm-Pacific Leasing
c/o Helm Pacific Corporation
One Embarcadero Center, Suite 3700
San Francisco, CA 94111

Union Pacific Venture Leasing, Inc.
c/o Union Pacific Railroad Company
1416 Dodge Street
Omaha, NE 68179

Lessee: Atlantic of New York, Inc.
c/o Atlantic Waste Disposal, Inc.
3474 Atlantic Lane
Waverly, VA 23890

The equipment involved in this transaction is as follows:

Equipment: Ninety-eight (98), 60', 100-ton boxcar railcars bearing the reporting mark and numbers with inside height of at least 10'9".

Please file this Memorandum as a supplementary document to Recordation No. 19286 filed on March 8, 1995 and return three (3) endorsed originals to my attention. A check covering the filing fee of twenty-four dollars (\$24.00) is enclosed.

Sincerely,

P. Hapin

Patrick Hapin
Document Administrator

/ph
Enclosures (3)

HELM-PACIFIC LEASING

JOINT VENTURE

VIA AIR COURIER

May 2, 1997

Mr. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

Dear Mr. Williams:

Enclosed are three (3) originals of Memorandum of Amendment of Lease of Railroad Equipment dated as of February 1, 1997 ("~~Memorandum~~") to the Lease of Railroad Equipment dated as of November 1, 1994, as amended, between the following parties:

Lessor:	Helm-Pacific Leasing c/o Helm Pacific Corporation One Embarcadero Center, Suite 3700 San Francisco, CA 94111 Union Pacific Venture Leasing, Inc. c/o Union Pacific Railroad Company 1416 Dodge Street Omaha, NE 68179
Lessee:	Atlantic of New York, Inc. c/o Atlantic Waste Disposal, Inc. 3474 Atlantic Lane Waverly, VA 23890

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PHapin

Patrick Hapin
Document Administrator

/ph
Enclosures (3)

One Embarcadero Center • San Francisco, CA 94111

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RECORDATION NO. 19286-13

MAY 5 '97

2-14 PM

RECEIVED
SURFACE TRANSPORTATION BOARD
MAY 5 2 14 PM '97

RECORDED

19286-B

MAY 5 '97

2-14PM

**MEMORANDUM OF
AMENDMENT TO LEASE**

THIS MEMORANDUM OF AMENDMENT OF LEASE OF RAILROAD EQUIPMENT ("Memorandum") dated as of February 1, 1997 is intended to evidence the Amendment No. 4 dated as of February 1, 1997 to the Lease of Railroad Equipment dated as of November 1, 1994, as amended ("Lease"), between HELM-PACIFIC LEASING, a Nebraska joint venture ("Lessor"), and ATLANTIC OF NEW YORK, INC., a Delaware corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board of the Department of Transportation under Section 49 of U.S.C. 11301. Lessor has the right to lease the rail equipment, more fully described in Schedule A hereto ("Units"). Lessee leased from Lessor the Units at the Rent and upon the terms and conditions provided in the Lease.

The Lease and the Units cannot be assigned, subleased or in any way encumbered without the prior written consent of Lessor.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed by their duly authorized representative as of the day and year first above written.

LESSOR

LESSEE

HELM-PACIFIC LEASING

ATLANTIC OF NEW YORK, INC.

By: Helm Pacific Corporation,
its Joint Venturer

By: David R. Eckles

By: A. Trujillo

Print Name: David R. Eckles

Print Name: A. TRUJILLO

Its: President

Its: PRESIDENT

By: Union Pacific Venture
Leasing, Inc., its
Joint Venturer

By: Eric L. Butler

Print Name: Eric L. Butler

Its: President

[Handwritten initials]

SCHEDULE A

To the Memorandum of Amendment to Lease Dated February 1, 1997

Equipment Description:

Ninety-eight (98), 60', 100-ton boxcars with inside height of at least 10'9".

<u>Unit Number</u>	<u>Unit Number</u>	<u>Unit Number</u>	<u>Unit Number</u>
AWDX 101	AWDX 133	AWDX 164	AWDX 316
AWDX 102	AWDX 134	AWDX 165	AWDX 317
AWDX 103	AWDX 135	AWDX 169	AWDX 318
AWDX 104	AWDX 137	AWDX 167	AWDX 320
AWDX 105	AWDX 138	AWDX 168	AWDX 322
AWDX 107	AWDX 139	AWDX 170	AWDX 325
AWDX 108	AWDX 140	AWDX 171	AWDX 326
AWDX 109	AWDX 142	AWDX 172	AWDX 327
AWDX 110	AWDX 143	AWDX 173	AWDX 328
AWDX 112	AWDX 144	AWDX 174	AWDX 329
AWDX 113	AWDX 145	AWDX 177	AWDX 330
AWDX 115	AWDX 146	AWDX 179	AWDX 331
AWDX 118	AWDX 147	AWDX 181	AWDX 332
AWDX 119	AWDX 148	AWDX 182	AWDX 333
AWDX 120	AWDX 151	AWDX 183	AWDX 335
AWDX 121	AWDX 152	AWDX 184	AWDX 336
AWDX 122	AWDX 153	AWDX 185	AWDX 338
AWDX 123	AWDX 154	AWDX 189	AWDX 341
AWDX 125	AWDX 155	AWDX 300	AWDX 342
AWDX 126	AWDX 156	AWDX 301	AWDX 343
AWDX 127	AWDX 157	AWDX 303	AWDX 344
AWDX 128	AWDX 159	AWDX 307	AWDX 346
AWDX 129	AWDX 160	AWDX 308	AWDX 348
AWDX 130	AWDX 161	AWDX 309	
AWDX 131	AWDX 163	AWDX 314	

[Handwritten initials]

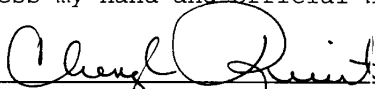
STATE OF VIRGINIA)
) S.S.
COUNTY OF Sussex)

On MARCH 4, 1997, before me, C. RIVET,
personally appeared A. TRUJILLO, of
ATLANTIC OF NEW YORK, INC.,

☒ personally known to me -OR-

☐ proved to me on the basis of satisfactory evidence to be the person(s)
whose name(s) is/are subscribed to the within instrument and
acknowledged to me that he/she/they executed the same in his/her/their
authorized capacity(ies), and that by his/her/their signature(s) on
the instrument the person(s), or the entity upon behalf of which the
person(s) acted, executed the instrument.

Witness my hand and official seal.


SIGNATURE OF THE NOTARY

[Notarial Seal]

STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

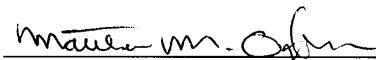
On April 22, 1997, before me, Matthew M. Ogburn,
personally appeared David R. Eckles, President of HELM PACIFIC CORPORATION,

☒ personally known to me -OR-

☐ proved to me on the basis of satisfactory evidence to be the person(s)
whose name(s) is/are subscribed to the within instrument and
acknowledged to me that he/she/they executed the same in his/her/their
authorized capacity(ies), and that by his/her/their signature(s) on
the instrument the person(s), or the entity upon behalf of which the
person(s) acted, executed the instrument.

Witness my hand and official seal.




SIGNATURE OF THE NOTARY

[Notarial Seal]

Handwritten initials

STATE OF NEBRASKA)
) S.S.
COUNTY OF DOUGLAS)

On April 7, 1997, before me, Doris J. Van Bibber,
personally appeared Eric L. Butler, President of
UNION PACIFIC VENTURE LEASING, INC.,

☒ personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the person(s)
whose name(s) is/are subscribed to the within instrument and
acknowledged to me that he/she/they executed the same in his/her/their
authorized capacity(ies), and that by his/her/their signature(s) on
the instrument the person(s), or the entity upon behalf of which the
person(s) acted, executed the instrument.

Witness my hand and official seal.

Doris J. Van Bibber
SIGNATURE OF THE NOTARY

[Notarial Seal]

